

# HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

1333 Brewery Park Boulevard, Suite 101, Detroit, MI 48207-2699  
Telephone 313 396 6600 Facsimile 313 396 6117

WITH OFFICES IN  
CHICAGO • WASHINGTON • DALLAS

RECORDATION NO

15203-A

FILED

APR 22 '97

11-03 AM

Mary P. Sclawy  
Direct line: 313.396.6357

April 9, 1997

Secretary  
Surface Transportation Board  
Room 704  
1925 K Street, NW  
Washington, DC 20423-0001

Dear Secretary

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of March 31, 1997 and executed by Helm Financial Corporation ("Helm") and Canadian National Railway Company ("CN") pursuant to a Lease Agreement dated March 17, 1987 (the "Lease"). The units covered by the Lease are 126 covered hopper cars with AAR mechanical designation LO and bearing road numbers CN 383429 - 383493, both inclusive, and CN 383368 - 383428, both inclusive.

The Lease was recorded on April 3, 1987 and assigned recordation number 15203.

The parties to the Lease are:

Lessor: Helm Financial Corporation,  
successor interest to The Chase Manhattan Bank of Canada, itself  
successor in interest to Chemical Bank of Canada Leasing

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$24.

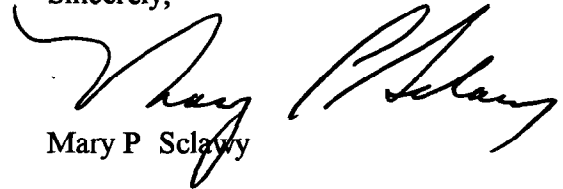
Please accept one counterpart of this document for filing, stamp the remaining

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 22 11 03 AM '97

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy  
Hopkins & Sutter  
2800 Livernois  
Suite 220  
Troy, MI 48083-1240

Sincerely,



Mary P Sclawy

C      John A N. Lamont

APR 22 '97

11-03 AM

**MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT  
DISPOSITION** dated as of March 31, 1997 between **Helm Financial Corporation**  
("Helm") and **Canadian National Railway Company** ("CN").


**WHEREAS**, Helm (as the successor in interest to The Chase Manhattan Bank of Canada, the successor in interest to Chemical Bank Canada Leasing Limited) is the lessor of the hopper cars, more particularly described in Exhibit A attached hereto and made a part hereof (the "Equipment") under that certain Lease Agreement dated March 17, 1987 (the "Lease") with CN as lessee.

**IN WITNESS WHEREOF**, the parties wish to show for the public record that on the date first above written:

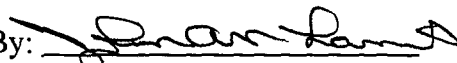
- 1) The Lease was terminated by Helm and CN;
- 2) The Equipment was sold by Helm to CN;

and accordingly the parties have caused this memorandum to be executed by their officers thereunto duly authorized.

**HELM FINANCIAL  
CORPORATION,**  
as lessor and seller

By:   
Its: President

**CANADIAN NATIONAL  
RAILWAY COMPANY,**  
as lessee and buyer

By:   
Its: Sr. Manager, Asset Finance

Note: On April 3, 1987 at 1:00 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. 11303 (now 11301) and assigned recordation number 15203.

On April 6, 1987 at 10:30 A.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

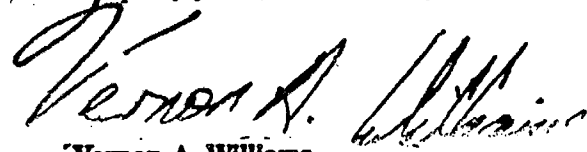
4/22/97

Mary P. Sclawy  
Hopkins & Sutter  
2800 Kivernois, Ste. 220  
Troy, Michigan 48083-1240

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/22/97 at 11:03AM, and assigned recordation number(s). 15203-A.

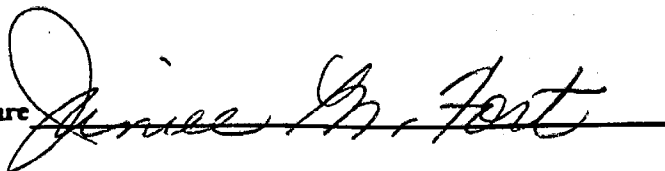
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

*In the matter of Memorandum  
dated as of March 31, 1997.*

On this 31st day of March, 1997, before me personally appeared John A.N. Lament, to me personally known, who, being by me duly sworn, says that he/she is Senior Manager Asset Financing of Canadian National Railway Company, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

Genevieve J. Lamer, lawyer  
Commissioner for Oaths 190021-8

My commission expires: 31/03/98

[Seal]

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN FRANCISCO )

*In the matter of a Memorandum  
dated as of March 31, 1997.*

On this 31st day of March, 1997, before me, Matthew M. Ogburn, personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is the President of Helm Financial Corporation, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.

Matthew M. Ogburn  
Commissioner for Oaths

My commission expires: August 27, 1999

[Notarial Seal]

